

**Boosters Club of Canal Winchester, Inc.
Constitution & By-Laws**

ARTICLE I: CORPORATION

Section 1.1: Name

The Corporation shall be known as the Boosters Club of Canal Winchester, Inc., formerly known as Canal Winchester Athletic Boosters, and working name “CWAB”, hereinafter referred to as the “Corporation” pursuant to Section 1702.10 of the Ohio Revised Code.

Members, also known as Sports Clubs and hereinafter referred to as “Clubs,” shall operate under fictitious names registered with the State of Ohio.

Section 1.2: Purpose

The Corporation’s purpose is to aid, educate, communicate with, and support the athletic programs and student athletes of the Canal Winchester Local School District (“CWLSD”) middle and high school programs. Among that support is to raise funds and hold accountable the athletic Club members and Officers.

Section 1.3: Incorporation

The Corporation is organized in the State of Ohio as a not-for-profit corporation under the charter number 239872 dated May 3rd, 1954, and Federal ID # 31-4400064 dated August 31, 1988. The Corporation shall make the necessary filing with the Ohio Secretary of State to continue its existence.

Section 1.4: Governing Principles and Structure

Except as otherwise provided by the laws of the State of Ohio, the Articles, or this constitution and bylaws, all corporate powers and authority of the Corporation shall be exercised, its business and affairs conducted, and its property managed, by or under the direction of the Corporation’s Board of Directors.

The Corporation shall operate consistent with all legal requirements, rules, regulations and policies of:

- a. State of Ohio (*not for profit corporations*)
- b. Internal Revenue Service (*tax exempt organization under the Section 501(c)(3) of the Internal Revenue Code*)
- c. Ohio High School Athletic Association (OHSAA)
- d. Canal Winchester Local School District

The Corporation will operate as a legal entity with the following structure:

- a. Corporation’s Executive Board of Directors
- b. Sports Club(s) members supporting the athletic programs and activities at Canal Winchester High School and Middle School.

ARTICLE II: BOARD OF DIRECTORS

Section 2.1: Functions and Responsibilities

The Corporation's Executive Board of Directors shall:

- a. Maintain the legal status of the Corporation with the Ohio Secretary of State.
- b. File all required tax documents with the IRS, State, and local entities.
- c. Ensure compliance with OHSAA and Canal Winchester Local School District rules and policies.
- d. Establish financial management practices and controls for the all Clubs and consolidate tax reporting; this includes but is not limited to federal and state filing and fees.
- e. Publish a list of large corporate donors to provide to all Clubs to proceed with caution when soliciting for their own group.
- f. Direct any approved Corporate fundraising effort which benefits the overall athletic program(s).
- g. Provide a forum to discuss uniformity, cooperating, pricing of like activities, and common advertising opportunities in programs and signage.
- h. Approve and enforce policy, procedures, rules, and regulations of the Corporation to conduct business and its affairs.
- i. Provide clear guidelines, expectations, and technical assistance to Clubs to ensure legal compliance with regulating entities.

Section 2.2: Number

The Corporation shall have five (5) elected executive Board of Directors. The roles shall consist of:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Club Liaison

Section 2.3: Committees

Ad Hoc Committees may be created for such durations and purposes as necessary for proper functioning of the Corporation. The President, upon advice of the Board of Directors, shall create Ad Hoc Committees and appoint members.

Section 2.3 Director Responsibilities

The executive Board of Directors' of the Corporation duties and responsibilities are the following:

President

- a. The President shall preside at all meetings and provide leadership to the organization.

- b. The President shall ensure the business of the operating organization is conducted consistent with all applicable laws, rules, and policies.
- c. The President shall be responsible for appointing Committee Chairperson(s) and interim and acting Directors during vacancies on the Board or Clubs according to Corporate bylaws.
- d. The President will collaborate with all members of the board and ad hoc committees.
- e. The President shall act as the liaison between the Corporation, CWLSD, and OHSAA.
- f. The President shall ensure the business of the operating organization is conducted consistent with all applicable laws, rules, and policies.
- g. The President shall act as a signatory on Corporate accounts.

Vice President

- a. The Vice President, alongside the President, shall ensure the business of the operating organization is conducted consistent with all applicable laws, rules, and policies.
- b. The Vice President, in the absence of the President, shall preside at all meetings and shall perform the duties of that office.
- c. The Vice President and President will collaborate with the Club Officers and other members of the Corporation and chairpersons of Committees.

Secretary

- a. The Secretary will keep the minutes of the Corporation meetings and distribute the minutes of the previous meeting prior to the next scheduled meeting.
- b. The Secretary shall be responsible to receive minutes of the meetings of the Sport Clubs from the Club's Secretary(ies).
- c. The Secretary will help to coordinate fundraising efforts among Clubs to avoid redundancy and direct competition between Clubs and other events within the community when feasible.
- d. The Secretary shall act as the liaison between the Corporation and regulatory compliance entities.

Treasurer

- a. The Treasurer is responsible for the deposit of monies and payment of all invoices and bills for the Corporation, and will present at the annual meeting a budget of projected revenue and expenses for the next fiscal year.
- b. The Treasurer shall present a financial report(s) at meetings such as a balance sheet, summary of transactions, and a year-to-date comparison of actual revenue and expenditures versus established budget.
- c. The Treasurer shall work with Club Treasurers to ensure compliance with all Corporate financial management policies and procedures.
- d. The Treasurer shall act as the liaison between the Corporation and financial-related entities.
- e. The Treasurer shall act as a signatory on Corporate and Club accounts.

Club Liaison

- a. Assist and coordinate technical assistance between the Club and the Board.
- b. Support the existing Club members.
- c. Assist in creating new Club members as directed by the Board and the CWSD Athletic Department.
- d. Serve as a communication liaison between the Corporation and Club members.

Section 2.4: Election and Term

Executive Board members shall be elected by the Corporation's members during the annual meeting for a term of two (2) years beginning July 1 and ending on June 30 on the following schedule:

- a. President, Secretary, Club Liaison: even years
- b. Vice President, Treasurer: odd years

No more than one office may be held by the same person at any one time with the exception given during temporary position vacancies, though the Board member acting in a temporary role receives no additional votes.

Section 2.5: Removal from Office

The Board of Directors may remove a Director from office by a vote of not less than two-thirds (2/3) of the Directors and Officers in attendance at any regular or special meeting called for that purpose, and provided that notice of such attempted action will be on the agenda for at least seven (7) days prior to such meeting. Upon such vote of removal, the removal shall be immediate. Removed members shall be notified in writing by the Secretary of the Board.

Directors may be removed from office for conduct deemed by the Board as detrimental to the best interests of the Corporation. Directors who are unexcused from three (3) consecutive regularly scheduled Board meetings may be removed from the Board by the President immediately. If the Director has, in their opinion, a valid reason for missing three (3) consecutive meetings, they may present that reason(s) in writing to the President for final determination at the President's full discretion.

Section 2.6: Membership

Persons with interest in the Canal Winchester Local School District athletic program(s), the community at large, or those with necessary skills to perform the duties governed by the Corporation's Articles, Constitution, or bylaws are eligible to serve on the Board of Directors or its Committees.

Section 2.8: Compensation

Board members are volunteers. No member of the Board of Directors or Club Officers shall receive financial or other compensation from the Corporation. Board members and Officers may be reimbursed for prior-authorized expenditures.

ARTICLE III: MEETINGS

Section 3.1 Open and Working Meetings

The Corporation shall convene a minimum of six (6) meetings annually, and will notify member Clubs the date, time, location, and agenda of each meeting at least three (3) days prior. A majority of the Board present shall constitute a quorum for the purpose of Corporate action. Club representatives are expected to attend each open meeting.

Section 3.2: Annual Election Meeting

The annual election meeting shall be held in the month of May. Nominations for vacant positions will open thirty (30) days prior to the scheduled annual meeting. The agenda will be as follows:

- a. Nominations received prior to and open from the floor.
- b. Elections.
- c. Elected Officers become effective July 1st.
- d. Share dues structure for the following fiscal year.
- e. Member Club election results.
- f. Conduct other business as deemed necessary by the Board or Members.

Each Club in good standing shall have one (1) vote, but must be present to cast the vote. In the election of Directors, a majority of the votes cast shall elect. Any other action shall be authorized by a majority of the votes cast. To amend or revise this constitution, the membership must ratify the proposed change by an affirmative vote of two-thirds (2/3) of the membership present.

The annual membership meeting may be held in conjunction with a monthly meeting of the Corporation.

At the annual membership meeting, each Sports Club shall share their elected officials for the upcoming year

Article IV: MEMBERSHIP

Section 4.1: Definition

Sports Clubs ("Clubs") in good standing and the Corporation's elected Board of Directors are members of the Corporation. Members elect the Board and amend the Corporation's constitution and bylaws. Clubs are members pursuant to Corporate policies and CWLSD activities and policies. Clubs must be in good standing to maintain voting privileges by complying with the Corporation's policies, rules, guidelines, reporting, dues structure, Ohio Revised Code, IRS regulations, and other applicable laws and regulations governing the Corporation's existence.

Section 4.2: Board of Directors are Members

The Board of Directors of the Corporation are members and shall have the rights and privileges of members conferred under the provisions of Chapter 1702 of the Ohio Revised Code. Each Director is afforded one (1) vote.

Section 4.3: Club Representation

Each Club shall be represented by the President of the Club or their designee(s) and receives one (1) vote. Designees may vote by proxy when presenting written confirmation to the Board from the Club President before all votes are cast.

Section 4.4: Membership Rights

Membership of the Corporation shall carry with it the following rights:

- a. Voting rights to elect Board of Directors of the Corporation.
- b. Voting rights to amend the Corporation's constitution and bylaws.
- c. Participation in all matters coming before the membership.
- d. Formulate recommendations for consideration by the Board of Directors.
- e. Receive appropriate recognized operating credentials pursuant to membership including but not limited to operating Club activities under the Corporation's organized charter number and tax identification number.
- f. Access timely information of the business matters and other activities of the Corporation.
- g. Access training and technical assistance from and through the Corporation regarding corporate rules, policies, procedures, reporting, and other activities that allow Clubs to operate.

Section 4.5: Membership Responsibilities

It is the responsibility of the members of the Corporation to:

- a. Elect the Board of Directors.
- b. Remain a member in good standing by complying with Corporation's operating bylaws and policies.
- c. Attend no less than three-fourths (3/4) of open meetings.
- d. Comply with federal, state, and local legal requirements as a nonprofit organization.
- e. Comply with CWLSD, OHSAA, and other governing bodies overseeing athletic program activities within the State of Ohio.
- f. Disclose any Conflicts of Interests, and in the event a conflict does occur, remove themselves from the proceedings, membership, or associated votes.

Article V: SPORTS CLUBS

Section 5.1: Functions

Participation by parents and other interested persons in sport clubs ("Clubs") has historically been the key to success of the athletic boosters in Canal Winchester. Through Clubs, volunteers are secured for operational and fundraising activities specific to the identified student sport activity. Activities may include but is not limited to help staff concessions, selling advertising, and raising revenue from other fundraising efforts to offset the cost of equipment and uniforms for the athletes of the specified program. The Clubs provide a valuable communication link with the coaching staff, parents, and athletes involved in a particular activity. The Corporation will maintain liability insurance and bonding.

Section 5.2: Officers

Each Sport Club shall elect a minimum of three (3) officers to operate their board. Clubs will set term limits and shall establish the effective dates of the terms in compliance with the Corporation's policies and guidelines. The Officers recommended but not limited to are Sport Club President, Sport Club Vice President, Sport Club Secretary, Sport Club Treasurer, and Sports Club Member-At-Large.

Officers are to review and revise Club rules annually.

All copies of Club rules for each Club are to be collected by the Corporation to ensure compliance.

Section 5.3: Sport Club Fundraising

Each sport club is encouraged to raise revenue to enhance their particular sport. The purpose of the Corporation is to assist all fundraising efforts among the Sports Clubs. Fundraisers must comply with CWLSD policies.

Section 5.4: Liability and Bonding Insurance

All sports Clubs must be covered by the Corporation's group policy.

Any individual within a sports Club, including but not limited to those handling monies, must comply with the Corporation's financial policies set by the Corporation's Board of Directors.

If a person cannot be bonded for any reason, that individual may hold a board seat but not necessarily a position that interacts with the money or financials, for example Treasurer or President.

Article VI: DISSOLUTION

Section 6.1: Clubs

Clubs may be dissolved with cause as determined by the Corporation and in partnership with the Canal Winchester Local School District. Clubs may also be dissolved as determined by the majority vote of the members of the Club as defined in each Club guidelines.

In the event of a dissolution of member Clubs, all remaining assets shall be distributed to the Corporation. Funds will remain designated for the specified sport activity for a minimum of two (2) years, following which may be donated to the CWLDS student activities fund as voted by the Board of Directors.

Section 6.2: Corporation

In the event of a dissolution of the Corporation, all remaining assets shall be distributed to the Canal Winchester Local School District as determined by a majority vote of the members of the Board of Directors at the time of the dissolution.

Article VII: Amendments, Revisions, and Changes

This constitution and By-Laws document was revised on November 13, 2023. It was approved on January 5, 2024 in Canal Winchester, Ohio and goes into effect immediately on January 6, 2024. The constitution and By-Laws supersede the previous constitution(s) dated 2020, 2007, and 1980.